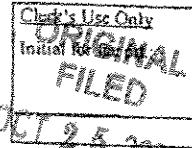


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ADR

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UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA

RICHARD W. WIEKING
 CLERK, U.S. DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA
 SAN JOSE

IN-N-OUT BURGERS, a California
 Corporation,

Plaintiff,

C 07 05453
 CASE NO.

JL

v.
 SAI M. ONG, an individual d/b/a/ "IN N
 OUT SMOG CHECK" 2555 Glen Alma
 Way, San Jose, California 95148, et al.,
 Defendants.

APPLICATION FOR
 ADMISSION OF ATTORNEY
PRO HAC VICE

Pursuant to Civil L.R. 11-3, M. Kelly Tillery, an active member in good standing of the bar of Pennsylvania, hereby applies for admission to practice in the Northern District of California on a pro hac vice basis representing IN-N-OUT BURGERS, a California Corporation, in the above-entitled action.

In support of this application, I certify on oath that:

1. I am an active member in good standing of a United States Court or of the highest court of another State or the District of Columbia, as indicated above;
2. I agree to abide by the Standards of Professional Conduct set forth in Civil Local Rule 11-4, to comply with General Order No. 45, Electronic Case Filing, and to become familiar with the Local Rules and the Alternative Dispute Resolution programs of this Court; and,
3. An attorney who is a member of the bar of this Court in good standing and who maintains an office within the State of California has been designated as co-counsel in the above-entitled action. The name, address and telephone number of that attorney is:

Michael L. Meeks, (CA State Bar No. 172000) PEPPER HAMILTON LLP 5 Park Plaza,
 Suite 1700, Irvine, California, (949) 567-3500.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: October 23, 2007